

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

July 10, 2001

IN RE:

PETITION FOR APPROVAL OF A RESALE)	
AGREEMENT NEGOTIATED BETWEEN)	DOCKET NO. 01-00334
UNITED TELEPHONE-SOUTHEAST, INC.)	
AND BUDGET PHONE, INC. PURSUANT TO)	
SECTIONS 251 AND 252 OF THE)	
TELECOMMUNICATIONS ACT OF 1996)	

ORDER APPROVING RESALE AGREEMENT

This matter came before the Tennessee Regulatory Authority (the "Authority") upon the Petition for approval of a Resale Agreement (the "Agreement") negotiated by and between United Telephone-Southeast, Inc. ("United") and Budget Phone, Inc. ("Budget Phone"). The Petition for approval of the Agreement came before the Authority pursuant to 47 U.S.C. §§ 251-252.

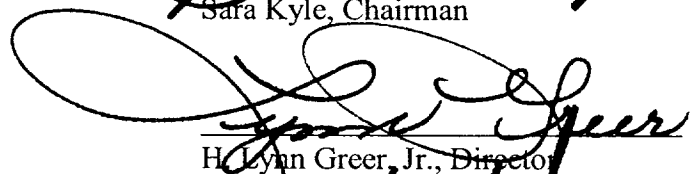
The Agreement was considered at a regularly scheduled Authority Conference held on June 26, 2001, in Nashville, Tennessee before Chairman Sara Kyle, Director H. Lynn Greer, Jr., and Director Melvin J. Malone. The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104 *et seq.* Based upon the Petition, the record in this matter, and the standards for review set forth in 47 U.S.C. §§ 251-252, the Directors unanimously approved the Agreement and made the following findings and conclusions:

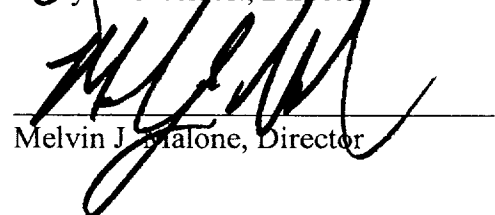
- 1) The Agreement is in the public interest as it provides consumers with alternative sources of telecommunications services within United's service area;
- 2) The Agreement is not discriminatory to telecommunications service providers that are not parties thereto;
- 3) No party has sought intervention in this docket;
- 4) Approval of the Agreement is consistent with previous Authority decisions and orders; and
- 5) The Agreement is reviewable by the Authority pursuant to 47 U.S.C. §§ 251-252 and Tenn. Code Ann. § 65-4-104 *et seq.*

IT IS THEREFORE ORDERED THAT:

The Resale Agreement negotiated between United Telephone-Southeast, Inc. and Budget Phone, Inc. is approved and is subject to the review of the Authority as provided herein.


Sara Kyle, Chairman


H. Lynn Greer, Jr., Director


Melvin J. Malone, Director

ATTEST:


K. David Waddell, Executive Secretary